

BB
11400 CC
RECORDATION NO. 11400 FILED 145
JUN 29 1992 - 3 00 PM
INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

Set 2

June 29, 1992

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

JUN 29 1992 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

11400-BB
11400-CCRe: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Partial Release and Termination dated as of June 26, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (the "Partial Release"), a secondary document as defined in the Rules and Regulations; and

2. Three (3) executed originals of a Bill of Sale dated June 26, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Partial Release and Bill of Sale relate to the Equipment Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplement by assignments, supplements and bills of sale under Recordation Numbers 11400-A - 11400-AA.

The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company
2705 State Street
Chicago Heights, Illinois 60411

Trustee: Bankers Trust Company
123 Washington Street
1st Floor
New York, New York 10006

JUN 29 2 53 PM '92
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A hereto. The

Secretary
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June 29, 1992
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foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a certified check in the amount of \$30.00 to cover the required recordation fee.

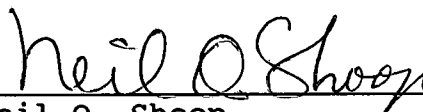
You are hereby authorized to deliver any stamped copies of the Partial Release and the Bill of Sale not needed for your files to the representative of Alvord & Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Index maintained by the Interstate Commerce Commission follows:

Secondary Documents. (i) Partial Release and Termination dated as of June 26, 1992, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and Bankers Trust Company, 123 Washington Street, 1st Floor, New York, New York 10006, covering various railroad cars (relating to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Bankers Trust Company, Assignee of the Federal Deposit Insurance Corporation, as Receiver for MBank Dallas, N.A. (formerly named Mercantile National Bank at Dallas), as Trustee), and (ii) Bill of Sale dated June 26, 1992, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and Bankers Trust Company, 123 Washington Street, 1st Floor, New York, New York 10006, covering various railroad cars (relating to the to Equipment Trust Agreement referred to in (i) above).

TRINITY INDUSTRIES LEASING COMPANY

By:


Neil O. Shoop
Treasurer

Enclosures

EXHIBIT A - EQUIPMENT

(Series 1 (Bankers Trust - Trustee))

<u>Lessee</u>	<u>Quantity</u>	<u>Car Numbers</u>
Novacor Chemicals Investments, Inc.	83	TILX 058026-058108
IBP, Inc.	20	IBPX 24054-24073
Novacor Chemicals Ltd., successor in name to The Alberta Gas Ethylene Company, Ltd.	31	TILX 400165-400195

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BILL OF SALE
(Series 1)

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE, dated the 26th day of June, 1992, between Bankers Trust Company, as successor Trustee (hereinafter called "Seller"), and Trinity Industries Leasing Company, a Delaware corporation (hereinafter called "Buyer"), as contemplated by Section 5.06 of the Equipment Trust Agreement dated as of January 15, 1980 (as amended or restated, the "Equipment Trust Agreement"), between Seller and Buyer pursuant to which Buyer has delivered its Request that the rail cars described in Exhibit A attached hereto and made a part hereof for all purposes (the "Equipment") be assigned to it.

W I T N E S S E T H:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to Buyer all of its right, title and interest in and to the Equipment which Seller previously acquired from Buyer. Seller hereby warrants that it has not placed on the Equipment any security interest, lien, or other encumbrance, consensual or otherwise, at any time during which the Trustee held legal or equitable title to the Equipment. EXCEPT AS EXPRESSLY SET FORTH ABOVE, SELLER MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FROM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

BANKERS TRUST COMPANY, TRUSTEE

By: Carl H. Nasir
Name: CARL H. NASIR
Title: VICE PRESIDENT

[SEAL]

ATTEST:

Wanda Camacho
Name: Wanda Camacho
Title: Assistant Secretary

STATE OF NEW YORK §
COUNTY OF NEW YORK §

The foregoing instrument was acknowledged before me on this the 26th day of June, 1992 by Carl H. Nasib, a Vice President of Bankers Trust Company, a New York banking corporation, on behalf of said corporation.

Maria A. Johnson
Notary Public, State of New York

My Commission Expires:

Printed Name of Notary

MARIA A. JOHNSON
NOTARY PUBLIC, State of New York
No. 4851727
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires February 3, 1994

EXHIBIT A TO PARTIAL RELEASE
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>
83 Hopper Cars	LO	5,851 Cu. Ft.	TILX 058026-058108
20 Tank Cars	111A100W1	23,635 Gal.	IBPX 24054-24073
31 Tank Cars	105J400W	33,565 Gal.	TILX 400165-400195

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